FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB 3060 -0799 See instructions for public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders) 1) Disclosable Interest Holder's First Name (if individual): MI: Last Name: Suffix: ble interest Holder's TIN: 2) Disclosable Interest Holder's Name (if entity): Cook Inlet GSM, Inc. (continued) 4) Disclosable Interest Holder's Address: Licensing & Tec 6) Disclosable Interest Holder is a (n) sis Branch Percent of Interest Held in Applicant: 5) Type of Interest in Applicant ((refer to instructions for list of codes): (refer to Instructions for list) 8) Disclosable Interest Holder's Type of Ownership 9) Disclosable Interest Holder's Country of Citizenship: (refer to instructions for list): 10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	llc) TIN:	11d) Percent of Interest Held:
Omnipoint Philadelphia License, LLC	Commercial Mobile Radio		50.1%
3605 132nd Avenue, S.E., Suite 100	Services		
Bellevue, Washington 98006			
Cook Inlet/VoiceStream License Company, LLC	Commercial Mobile Radio Service		50.1%
Anchorage,			
D&E Omnipoint Wireless Joint Venture, L.P.	Commercial Mobile Radio		50%
Applicant	Service	l <u>-</u> -	t
Omnipoint Philadelphia-E. Lancaster E License LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service	-	50%

(Applicant) (see Attachment 1)

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB 3060 -0799 See instructions for public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders) suffix: Last Name: 1) Disclosable Interest Holder's First Name (if individual): Disclosable Interest Holder's TIN: 2) Disclosable Interest Holder's Name (if entity): Cook Inlet Region, Inc. 4) Disclosable Interest Holders Address: 2525 C Street, Suite 500, Anchorage, Alaska 99503 7) Percent of Interest Held in Applicant: 5) Type of Interest in Applicant (6) Disclosable Interest Holder is a(n): ((refer to Instructions for list) (refer to instructions for list of codes): 50% Ι C 9) Disclosable Interest Holder's Country of Citizenship: 8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): **United States** G, L 10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Cook Inlet Region, Inc.; Cook Inlet GSM, Inc.; Cook Inlet/VS GSM III PCS Holdings, LLC; Cook Inlet/VS GSM III PCS, LLC: CIVS PA I, LLC -- CIVS PA II, LLC: D&E Dmnipoint Wireless Joint Venture, L.P.

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Cook Inlet/VoiceStream PV/SS PCS, L.P.	Commercial Mobile Radio		42.86%
2525 C Street, Suite 500	Services		(control)
Anchorage, Alaska 99503			(control)
Cook Inlet/VS GSM II PCS, LLC	Commercial Mobile Radio		50.1%
2525 C Street, Suite 500	Services	_	
Anchorage, Alaska 99503			
Cook Inlet/VS GSM III PCS, LLC	Commercial Mobile Radio		50.1%
2525 C Street, Suite 500	Services		
Anchorage, Alaska 99503	_ '		
Cook Inlet/VoiceStream PCS, LLC	Commercial Mobile Radio		50.1%
2525 C Street, Suite 500	Services		
Anchorage, Alaska 99503			
CIVS PA I, LLC	Commercial Mobile Radio		50.1%
3605 132nd Avenue, SE., Suite 100	Services	1	
Bellevue, Washington 98006			
CIVS PA III, LLC	Commercial Mobile Radio		50.1%
3605 132nd Avenue, SE., Suite 100	Services		
Bellevue, Washington 98006			
Alaska Interstate Construction, LLC	Construction		40%
649 W. 54th Ave., P.O. Box 233769	,	•	
Anchorage, AK 99523	į		
(continued next page)			FCC 602 Schadula A

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB 3060-0799 See instructions for public burden estimate

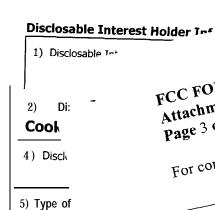
visclosable Interest Holder Information (complete as many as rewired to describe-all disclosable interest holders)

1) Disclosable Interest Holders First Name (if inc	lividual):	MI:	Last Name:		suffix:
2) Disclosable Interest Holders Name (if entity Cook Inlet Region, Inc. (contin		l		3) Disclosable Interest Holder's TI	N:
4) Disclosable Interest Holders Address:					
5) Type of Interest in Applicant () (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes):		7) Percent of Interest Held in Appl	icant:	
8) Disclosable Interest Holder's Type of Ownersh (refer to instructions for list):	ip		9) Disclosable Interest	Holders Country of Citizenship:	
10) Relationship Description (if the discloseable i	nterest holder is	s an ind	irect owner, list path of owr	nership from indirect owner to the app	olicant):

telated FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	llb) Principal Business:	llc) TIN:	IId) Percent of Interest Held:
Cook Inlet/VS GSM IV PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		50.1%
CIVS IV License Sub I, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Tervices	· —	50.1%
Alaska Heritage Tours, Inc. 2525 C Street, Suite 405 Anchorage, AK 99503	Boat Tours, Lodging and Tourism		100%
Peak Oilfield Service Company 2525 C St., Suite 201, Anchorage, AK 99503	Oilfield Services and Construction		50%
Alaska Hovercraft Ventures 1029 West 3 rd Ave, Suite 150 Anchorage. AK 99503	Hovercraft Sales, Leasing, and Operations		33.33%
Construction Machinery, Inc. 5400 Homer Dr., Anchorage, AK 99510	Heavy Equipment Distribution		100%
(continued next page)			

FCC Ownership Disclosure Information • -Wireless Telecommunication



8) Disclosable (refer to ins

(refer to

10) Relationship (

Related FCC Regula

Name and address of owned by Disclosable II additional sh Cook Inlet/VoiceStream Lic 2525 C Street, Suite 500 Anchorago, Alacina 99503 Omnipoint Atlantic City Licens 360: 132nd Avenue, S.E., Suit Bellevue, Washington 98006 Omnipoint Philadelphia License, 3605 132nd Avenue, SE., Suite 1 Bellewure, Washington 98006 Omnipodnit Dover Licensæ, LLC 3605 132md Avenue, S.E., Suite 101 Bellevue, Washington 98006 Cook Intlet Region of Georgia, inc. 2525 C Street, Suite 500

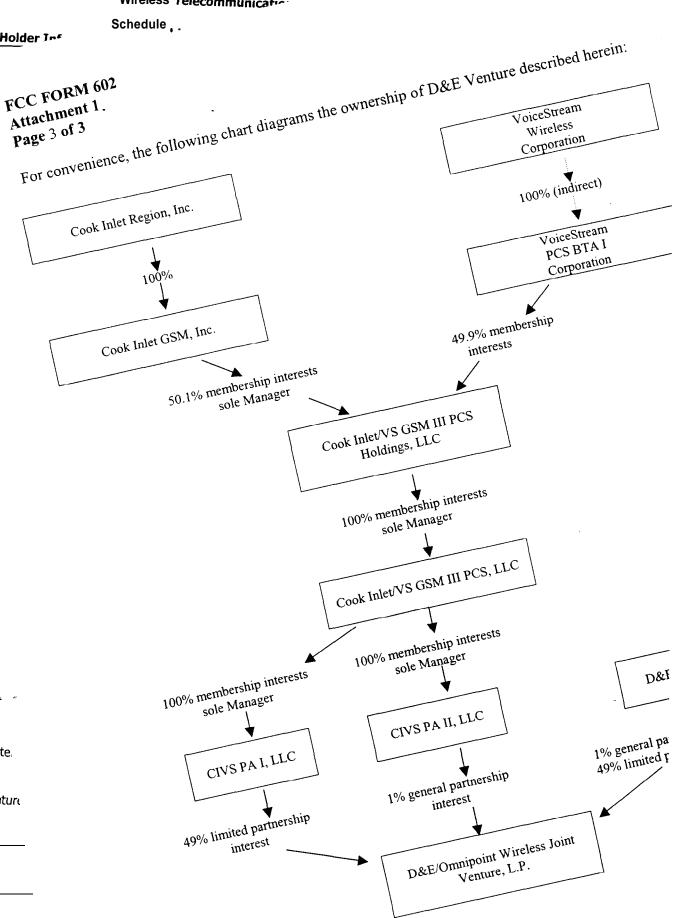
Anchorage, Alaska 99503

Omnipoint Philadelphia-E. Lancaste. 3605 132nd Avenue, SE., Suite 100

Bellewure, Washington 98006

D&E Onnnipoint Wireless Joint Venture **Applicant**

Cook-Inlet/VS-GSM-V-PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503



OWNERSHIP

D&E Omnipoint Wireless Joint Venture, L.P. ("D&E Venture"), submits the following information to describe in more detail the ownership structure of D&E Venture as set forth in Item 10, Schedule A of FCC Form 602.

Direct Ownership

D&E Venture, a Delaware limited partnership, has two general partners and two limited partners.

The first general partner, D&E Wireless Inc. ("D&E Wireless"), holds a 1% general partnership interest in D&E. D&E Wireless is a wholly owned subsidiary of D&E Communications, Inc.

D&E Wireless also holds a 49 percent limited partnership in D&E Venture.

For ownership information related to D&E Wireless and its subsidiaries, please see the most recent FCC Form 602 Ownership Disclosure Report filed by and on behalf of D&E Wireless.

The second general partner CIVS PA II, LLC ("CIVS PA II"), a Delaware limited liability company, holds a one percent general partnership interest in D&E Venture.

The second limited partner CIVS PA I, LLC, ("CIVS PA I"), a Delaware limited liability company, holds a 49% limited partner interest in D&E Venture.

The address of D&E Venture is as follows:

3650 131st Avenue, S.E., Suite 200 Bellevue, Washington 98006

Indirect Ownership

CIVS PA II, a general partner in D&E Venture, is a wholly owned subsidiary of Cook Inlet/VS GSM III PCS, LLC ("CIVS III"), a Delaware limited liability company. CIVS PA I, a limited partner in D&E Venture, also is a wholly owned wholly owned subsidiary of CIVS III. Thus, CIVS III indirectly owns a one percent general partnership interest in D&E Venture and a 49 percent limited partnership interest in D&E Venture.

CIVS III, in turn, is a wholly owned subsidiary of Cook Inlet/VS GSM III PCS Holdings, LLC ("CIVS III Holdings"), a Delaware limited liability company. Thus, CIVS III Holdings has a one percent general partnership interest in D&E Venture and a 49 percent limited partnership interest in D&E Venture.

FCC FORM 602 Attachment 1 Page 2 of 3

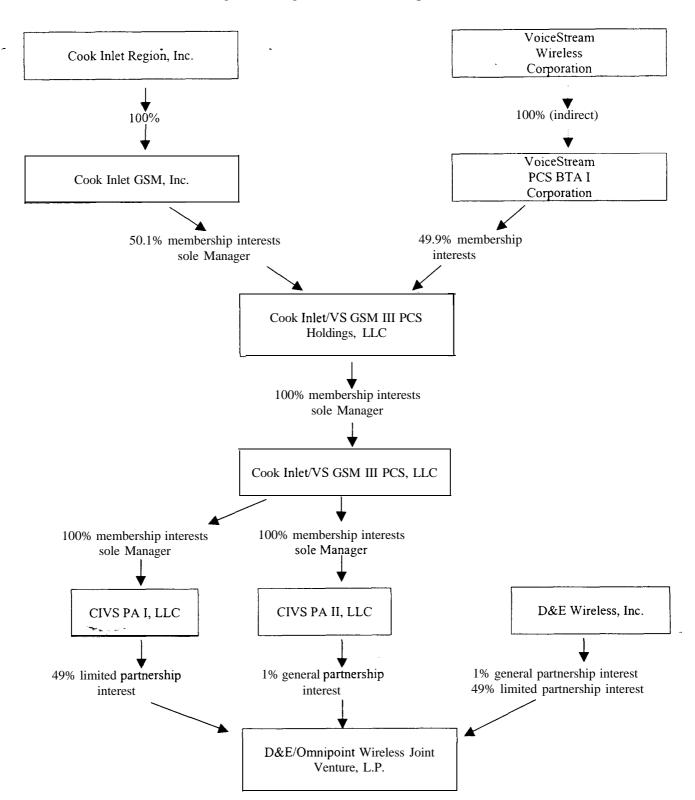
CIVS III Holdings, in turn, has two members. The first, Cook Inlet GSM, Inc. ("CIGSM"), a Delaware corporation, holds 50.1 percent of CIVS III Holdings and one hundred percent of the Class A membership interests in CIVS III Holdings.

CIGSM is, in turn, a wholly owned subsidiary of Cook Inlet Region, Inc. ("CIRI"). CIRI is an Alaska Native Regional Corporation organized pursuant to the Alaska Native Claims Settlement Act, 43 U.S.C. § 1601 et *seq*. (the "Act"). No CIRI shareholder holds a 10 percent or greater interest in CIRI or a 10 percent or greater indirect interest in D&E Venture.

The other member of CIVS III Holdings is VoiceStream PCS BTA I Corporation ("VS BTA I"), a Delaware corporation, which in turn is a wholly owned indirect subsidiary of VoiceStream Wireless Corporation ("VoiceStream"), a Delaware corporation. VS BTA I holds 49.9 percent of CIVS III Holdings and one hundred percent of the Class B nonvoting membership interests in CIVS III Holdings.

For ownership information related to VoiceStream and its subsidiaries, please see the most recent FCC Form 602 Ownership Disclosure Report filed by and on behalf of VoiceStream.

For convenience, the following chart diagrams the ownership of D&E Venture described herein:



FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB 3060 -0799 See instructions for public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (d	complete as m	nany as	s required to describe a	Ill disclosable interest holders)	
1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:		suffix:
2) Disclosable Interest Holders Name (if entity)	:			3) Disclosable Interest Holders	TIN:
Cook Inlet GSM, Inc.					
4) Disclosable Interest Holders Address: 2525 C Street, Suite 500, Ancho	rage, AK 🤉	9503	}		
5) Type of Interest in Applicant () (refer to Instructions for list) I	•		t Holder is a(n): () ns for list of codes):	7) Percent of Interest Held in Appl 50.1%	icant:
Disclosable Interest Holders Type of Ownershi (refer to instructions for list):	p		9) Disclosable Interest	Holder's Country of Citizenship:	
0 – Manager member interest	:		United States		
10) Relationship Description (if the discloseable in Cook Inlet GSM, Inc.; Cook Inlet/VS			•		,

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

PA I, LLC (Applicant) (See Attachment 1)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Cook Inlet/VS GSM II PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		50.1%
Cook Inlet/VS GSM III PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		50.1%
Cook Inlet/VoiceStream PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		50.1%
CIVS PA I, LLC Applicant	Commercial Mobile Radio Services		50.1%
CIVS PA III, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services		50.1%
Omnipoint Dover License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services		50.1%
Omnipoint Atlantic City License, LLC 3605 132nd Avenue, S.E. Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service		50.1%
(continued on next page)			500 000 0.1. 1.1.

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB
3060-0799
See instructions for
public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders) suffix: Last Name: 1) Disclosable Interest Holders First Name (if individual): 3) Disclosable Interest Holder's TIN: 2) Disclosable Interest Holders Name (if entity): Cook Inlet GSM, Inc. (continued) 4) Disclosable Interest Holders Address: 7) Percent of Interest Held in Applicant: 5) Type of Interest in Applicant (6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): (refer to Instructions for list) 8) Disclosable Interest Holder's Type of Ownership 9) Disclosable Interest Holder's Country of Citizenship: (refer to instructions for list): 10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):

Related FCC Regulated Businesses of DisclosableInterest Holders (repeat for each interest holder identified)

Name and address of all FCC Regulated Bustnesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
Omnipoint Philadelphia License, LLC	Commercial Mobile Radio		50.1%
3605 132nd Avenue, SE., Suite 100	Services		
Bellevue, Washington 98006			
Cook Inlet/VoiceStream License Company, LLC	Commercial Mobile Radio		50.1%
2525 C Street, Suite 500	Service		
. Anchorage Alaska 99503			
D&E Omnipoint Wireless Joint Venture, L.P.	Commercial Mobile Radio		50%
3605 132nd Avenue, S.E., Suite 100	Service		
Bellevue, Washington 98006			-
Omnipoint Philadelphia-E. Lancaster E License LLC	Commercial Mobile Radio		50%
3605 132nd Avenue&E., Suite 100	Service	#	
Bellevue, Washington 98006		1	
		1	İ

FCC Ownership Disclosure information for the Wireless Telecommunications Services

Approved by OMB

3060 -0799

See instructions for
public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders) suffix: Last Name: 1) Disclosable Interest Holder's First Name (if individual): 2) Disclosable Interest Holder's TIN: 2) Disclosable Interest Holder's Name (if entity): Cook Inlet/VS GSM III PCS, LLC 4) Disclosable Interest Holder's Address: 2525 C Street, Suite 500, Anchorage, Alaska 99503 7) Percent of Interest Held in Applicant: 6) Disclosable Interest Holder is a(n): () 5) Type of Interest in Applicant ((refer to instructions for list of codes): (refer to Instructions for list) 100% D M 8) Disclosable Interest Holder's Type of Ownership 9) Disclosable Interest Holder's Country of Citizenship: (refer to instructions for list): **United States** 0 - Manager member interest 10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Cook Inlet/VS GSM III PCS, LLC; CIVS PA I, LLC; (Applicant) (see Attachment 1)

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
Commercial Mobile Radio Services		100%
Commercial Mobile Radio Services		100%
Commercial Mobile Radio Service		50%
Commercial Mobile Radio Service	_	50%
	Principal Business: Commercial Mobile Radio Services Commercial Mobile Radio Services Commercial Mobile Radio Service Commercial Mobile Radio Service	Principal Business: Commercial Mobile Radio Services Commercial Mobile Radio Services Commercial Mobile Radio Service Commercial Mobile Radio

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB 3060 -0799 See instructions for public burden estimate

Disclosable Interest Holder Informati	on (complete a	as many	as required to describe	all disclosable interest holders)	
1) Disclosable Interest Holders First Name (if inc	dividual):	MI:	Last Name:		suffix:
2) Disclosable Interest Holder's Name (if entity): Cook Inlet/VS GSM III PCS Hol				3) Disclosable Interest Holders 1	TIN:
4) Disclosable Interest Holders Address: 2525 C Street, Suite 500, Ancho	orage, Alas	ska 99	9503		
5) Type of Interest in Applicant () (refer to Instructions for list)			Holder is a(n): () s for list of codes):	7) Percent of Interest Held in App 100%	olicant:
8) Disclosable Interest Holder's Type of Ownersh (refer to instructions for list): 0 - Manager member interest	•		9) Disclosable Interest United States	Holders Country of Citizenship:	
10) Relationship Description (if the discloseable Cook Inlet/VS GSM III PCS Hole (Applicant) (see Attachment 1)	dings, LLC				

Related FCC Reaulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
Cook Inlet/VS GSM III PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		100%
CIVS PA I, LLC Applicant	Commercial Mobile Radio Set-vices		100%
CIVS PA III, LLC 3605 132nd Avenue, SE., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services		100%
D&E Omnipoint Wireless Joint, Venture, L.P. 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98806	Commercial Mobile Radio Service		50%
Omnipoint Philadelphia-E. Lancaster E License LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service		50%